

**UNITED STATES DISTRICT COURT FOR THE
SOUTHERN DISTRICT OF NEW YORK**

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CURVES INTERNATIONAL, INC.,	:
a Texas corporation,	:
	:
Plaintiff,	:
	:
v.	: C.A. No.
	:
STEPHANIE O'CALLAGHAN,	:
a Resident of New York,	:
	:
Defendant.	:
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CERTIFICATION OF PATRICIA HOFFMAN

1. My name is Patricia Hoffman. I am a citizen and resident of the State of New York, and I make this Certification based on personal knowledge and in support of Plaintiff's Memorandum in Support of Its Motion for a Preliminary Injunction.

2. I have been an employee of Curves International, Inc. ("Curves") since March 2007 and during that entire time have held the position of Area Director.

3. My duties as an Area Director include conducting routine inspections of Curves facilities in my geographical area of responsibility to determine, among other things, whether franchisees are complying with the terms of their Franchise Agreements. Beginning on or about March 2007, that area included Defendant Stephanie O'Callaghan's facility located at 875 Saw Mill River Road, Ardsley, New York (the "Ardsley facility").

4. On May 1, 2007, I visited Defendant's Ardsley facility. The facility was operating as a non-Curves fitness center. It is my understanding that this facility is locally referred to as the "Ardsley Club." Defendant's facility was using Curves' signs, equipment, posters, and other materials. I took photographs of the facility's exterior, including photographs

showing Curves signage and trademarks. True and correct copies of those photographs are attached hereto as Exhibit A.

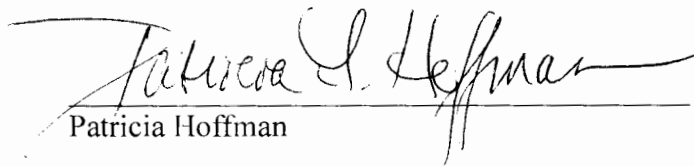
5. It is my understanding that a Curves representative visited Defendant's Ardsley facility on June 25, 2007, where she discovered that Defendant's facility was open and operating as a non-Curves fitness center without Curves' permission. It is also my understanding that Defendant's facility was using Curves' signs, equipment, and other materials. It is further my understanding that the Curves representative was handed a Curves tri-fold brochure and advertisement while inside the Ardsley facility. True and correct copies of those materials are attached hereto as Exhibit B.

6. On June 25, 2007, I also visited Defendant's Ardsley facility. The facility was operating as a non-Curves fitness center. Defendant's facility was using Curves' signs, equipment, posters, and other materials. I took several photographs of the facility's exterior, including photographs showing Curves signage, trademarks, and equipment. True and correct copies of those photographs are attached hereto as Exhibit C.

7. There are more than 350 Curves facilities currently operating in the State of New York. More than 100 of those facilities are located within forty miles of Defendant's Ardsley facility.

I certify under penalty of perjury that the foregoing is true and correct. Executed on this

29th day of June, 2007.


Patricia Hoffman